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(6/99)

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC US	SEC USE ONLY					
PROCESSED	Serial					
MAY 2 0 2002DATE RE	CEIVED					
THOMSON FINANCIAI						

Name of Offering (check if this is an amendment and name has changed, and indicate change.) International Microcomputer Software, Inc.
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) International Microcomputer Software, his.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number 415257-3000 TELEPHONE Number 415257-3000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business Conquiter software

Type of Business Organization	
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
Company of the Compan	Month Year
	rporation or Organization: [1]1] [8]2] [X] Actual [] Estimated rganization: (Enter two-letter U.S. Postal Service abbreviation for State: C.A CN for Canada; FN for other foreign jurisdiction) [][]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

• Each general a	and managing partner of partner	ship issuers.	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name)	e first, if individual) Martin		
Business or Residence 75 Rowla	ce Address (Number and Street,	A	de) 4945
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name) Falcone	e first, if individual)		
Business or Residence 75 Rowle	ce Address (Number and Street, and Uby, Non		de) 94945
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name Berman	e first, if individual)	од на посто по су от до во посто на пост На посто на	
Business or Residence 75 Roule	ce Address (Number and Street,	-	de) 1- 94945
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name Mayer,	e first, if individual) Robert		
Business or Residence 75 Row	ce Address (Number and Street, Name of	City, State, Zip Co	de) A 94945
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residence F5 Row	ceAddress (Number and Street, Land Way, A	, City, State, Zip Co Journally,	de) CA 94945
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director [] General and/or

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residence 75 Rowl	ce Address (Number and Street Oud Way,	, City, State, Zip Coo	, CA 94945
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Rusiness or Posidence	ce Address (Number and Street	City State Zin Coo	45)
75 Row	lond way,	Vovato,	CA 94945
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
,	e Address (Number and Street	, City, State, Zip Coo	le)), (A 94945
Check Box(es) that Apply:	[] Promoter X Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name Heìghts	e first, if individual) Cap; fal Ve	utures	
· /	e Address (Number and Street	, City, State, Zip Cod	
125 Cal	yorniast,	smith 110	D Say Francisco, CA 9410
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Business or Residenc	e Address (Number and Street	, City, State, Zip Coc	de)
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director [] General and/or

Apply:					Manag Partne							
Full Na	ame (Last	name	first, if ir	ndividual)							
Busine	ess or Res	idence	e Addres	ss (Numl	per and	Street, C	ity, State	e, Zip Co	ode)			
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Full Na	ame (Last	name	first, if ir	ndividua)							
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http://www.sec.gov/divisions/corpfin/forms/formd.htm

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar
amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is
'none" or "zero."

Accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases \$\frac{\\$21250}{\}\$
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	\$31875 warrent \$502,50 \$.50/\$	o exercise of to soles at have.
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security	Dollar Amount Sold \$ \$ \$ \$ \$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total		\$
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."		\$ 820250

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees	Payments to Officers, Payments Directors, & To Affiliates Others [] [] \$\$	
Purchase of real estate	[] [] \$ \$	
Purchase, rental or leasing and installation of machinery and equipment	[] \$\$	
Construction or leasing of plant buildings and facilities	[] \$ \$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] [] \$\$	
Repayment of indebtedness	\$ \$60000	
Working capital	[] \$ \$\$20250	
Other (specify):		
	[] \$\$	
Column Totals		
Total Payments Listed (column totals added)	[]\$820250	
D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by the undersigned duly at filed under Rule 505, the following signature constitutes an undertaking by the Securities and Exchange Commission, upon written request of its staff, the info any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish to the U.S.	
Issuer (Print or Type) Merocompute Signature John John Name of Signer (Print or Type) Title of Signer (Print or Type) Preside	Date 4-26-02 Type)	
Gordon Landies preside		
ATTENTION		
Intentional misstatements or omissions of fact constitute federal c U.S.C. 1001.)	riminal violations. (See 18	

E. STATE SIGNATURE